FEDERAL RESERVE BANK OF NEW YORK

ANNUAL REPORT

Federal Reserve Bank of New York

Annual Report

For the year ended December 31, 2004

SECOND FEDERAL RESERVE DISTRICT

Federal Reserve Bank of New York
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June 2005

To the Depository Institutions in the
Second Federal Reserve District:

It is my pleasure to send you the ninetieth *Annual Report* of the Federal Reserve Bank of New York, covering the year 2004.

The *2004 Annual Report* presents detailed tables, with extensive notes, on the Bank's financial condition.

I hope you will find the information we present interesting and useful.

Timothy F. Geithner
President

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Management's Letter on Responsibility for Financial Reporting

To the Board of Directors of the
Federal Reserve Bank of New York:

March 10, 2005

The management of the Federal Reserve Bank of New York ("FRBNY") is responsible for the preparation and fair presentation of the Statement of Financial Condition, Statement of Income, and Statement of Changes in Capital as of December 31, 2004 (the "Financial Statements"). The Financial Statements have been prepared in conformity with the accounting principles, policies, and practices established by the Board of Governors of the Federal Reserve System and as set forth in the "Financial Accounting Manual for the Federal Reserve Banks" ("Manual"), and as such, include amounts, some of which are based on judgments and estimates of management. To our knowledge, the Financial Statements are, in all material respects, fairly presented in conformity with the accounting principles, policies, and practices documented in the Manual and include all disclosures necessary for such fair presentation.

The management of the FRBNY is responsible for maintaining an effective process of internal controls over financial reporting, including the safeguarding of assets as they relate to the Financial Statements. Such internal controls are designed to provide reasonable assurance to management and to the Board of Directors regarding the preparation of reliable Financial Statements. This process of internal controls contains self-monitoring mechanisms, including, but not limited to, divisions of responsibility and a code of conduct. Once identified, any material deficiencies in the process of internal controls are reported to management, and appropriate corrective measures are implemented.

Even an effective process of internal controls, no matter how well designed, has inherent limitations, including the possibility of human error, and therefore can provide only reasonable assurance with respect to the preparation of reliable Financial Statements.

The management of the FRBNY assessed its process of internal controls over financial reporting, including the safeguarding of assets reflected in the Financial Statements, based upon the criteria established in the "Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, we believe that the FRBNY maintained an effective process of internal controls over financial reporting, including the safeguarding of assets as they relate to the Financial Statements.

Christine M. Cumming

Timothy F. Geithner	Christine M. Cumming	Nirmal V. Manerikar
President	First Vice President	Principal Financial Officer

Report of Independent Accountants
PricewaterhouseCoopers LLP

To the Board of Directors of the
Federal Reserve Bank of New York

We have examined management's assertion, included in the accompanying Management Assertion, that the Federal Reserve Bank of New York ("FRBNY") maintained effective internal control over financial reporting and the safeguarding of assets as they relate to the financial statements as of December 31, 2004, based on criteria established in "Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. FRBNY's management is responsible for maintaining effective internal control over financial reporting and safeguarding of assets as they relate to the financial statements. Our responsibility is to express an opinion on management's assertion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included obtaining an understanding of internal control over financial reporting, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

Because of inherent limitations in any internal control, misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of internal control over financial reporting to future periods are subject to the risk that the internal control may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assertion that FRBNY maintained effective internal control over financial reporting and over the safeguarding of assets as they relate to the financial statements as of December 31, 2004 is fairly stated, in all material respects, based on criteria established in "Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission.

This report is intended solely for the use of management and the Board of Directors and Audit Committee of FRBNY, and any organization with legally defined oversight responsibilities and is not intended to be and should not be used by anyone other than these specified parties.

PricewaterhouseCoopers LLP

March 16, 2005
New York, New York

External Auditor Independence

EXTERNAL AUDITOR INDEPENDENCE

The firm engaged by the Board of Governors for the audits of the individual and combined financial statements of the Reserve Banks for 2004 was PricewaterhouseCoopers LLP (PwC). Fees for these services totaled $2.0 million. To ensure auditor independence, the Board of Governors requires that PwC be independent in all matters relating to the audit. Specifically, PwC may not perform services for the Reserve Banks or others that would place it in a position of auditing its own work, making management decisions on behalf of the Reserve Banks, or in any other way impairing its audit independence. In 2004, the Bank did not engage PwC for any material advisory services.

Financial Statements

Report of Independent Auditors
PricewaterhouseCoopers LLP

To the Board of Governors of
the Federal Reserve System
and the Board of Directors of
the Federal Reserve Bank of New York

We have audited the accompanying statements of condition of the Federal Reserve Bank of New York (the "Bank") as of December 31, 2004 and 2003, and the related statements of income and changes in capital for the years then ended, which have been prepared in conformity with the accounting principles, policies, and practices established by the Board of Governors of the Federal Reserve System. These financial statements are the responsibility of the Bank's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 3, these financial statements were prepared in conformity with the accounting principles, policies, and practices established by the Board of Governors of the Federal Reserve System. These principles, policies, and practices, which were designed to meet the specialized accounting and reporting needs of the Federal Reserve System, are set forth in the "Financial Accounting Manual for Federal Reserve Banks" and constitute a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Bank as of December 31, 2004 and 2003, and results of its operations for the years then ended, on the basis of accounting described in Note 3.

PricewaterhouseCoopers LLP

March 16, 2005
New York, New York

STATEMENTS OF CONDITION

as of December 31, 2004, and December 31, 2003
(in millions)

ASSETS	2004	2003
Gold certificates	$ 4,651	$ 4,706
Special drawing rights certificates	874	874
Coin	42	30
Items in process of collection	407	803
Loans to depository institutions	—	15
Securities purchased under agreements to resell	33,000	43,750
U.S. government and federal agency securities, net	314,623	289,030
Investments denominated in foreign currencies	4,905	4,289
Accrued interest receivable	2,225	2,175
Bank premises and equipment, net	249	246
Federal Reserve System prepaid pension benefit costs	2,717	2,681
Other assets	101	94
Total assets	**$363,794**	**$348,693**

LIABILITIES AND CAPITAL		
Liabilities:		
Federal Reserve notes outstanding, net	$300,651	$301,594
Securities sold under agreements to repurchase	13,348	10,975
Deposits:		
Depository institutions	11,388	5,607
U.S. Treasury, general account	5,912	5,723
Other deposits	234	297
Deferred credit items	651	1,025
Interest on Federal Reserve notes due U.S. Treasury	349	100
Interdistrict settlement account	24,125	19,034
Accrued benefit cost	197	198
Other liabilities	79	78
Total liabilities	**356,934**	**344,631**
Capital:		
Capital paid-in	3,430	2,031
Surplus	3,430	2,031
Total capital	**6,860**	**4,062**
Total liabilities and capital	**$363,794**	**$348,693**

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF INCOME

for the years ended December 31, 2004, and December 31, 2003
(in millions)

	2004	2003
Interest income:		
Interest on U.S. government securities	$9,505	$9,329
Interest on securities purchased under agreements to resell	350	291
Interest on investments denominated in foreign currencies	62	56
Total interest income	**9,917**	**9,676**
Interest expense:		
Interest expense on securities sold under agreements to repurchase	131	90
Net interest income	**9,786**	**9,586**
Other operating income:		
Income from services	124	128
Reimbursable services to government agencies	75	68
Foreign currency gains, net	282	580
Other income	43	34
Total other operating income	**524**	**810**
Operating expenses:		
Salaries and other benefits	327	323
Occupancy expense	48	45
Equipment expense	24	29
Assessments by Board of Governors	180	189
Other expenses	124	124
Total operating expenses	**703**	**710**
Net income before net periodic pension expense	9,607	9,686
Net periodic pension cost (credit)	(36)	58
Net income prior to distribution	**$9,643**	**$9,628**
Distribution of net income:		
Dividends paid to member banks	136	115
Transferred to surplus	1,399	222
Payments to U.S. Treasury as interest on Federal Reserve notes	8,108	9,291
Total distribution	**$9,643**	**$9,628**

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CHANGES IN CAPITAL

for the years ended December 31, 2004, and December 31, 2003
(in millions)

	Capital Paid-in	Surplus	Total Capital
Balance at January 1, 2003 (36.2 million shares)	**$1,809**	**$1,809**	**$3,618**
Transferred to surplus	—	222	222
Net change in capital stock issued (4.4 million shares)	222	—	222
Balance at December 31, 2003 (40.6 million shares)	**$2,031**	**$2,031**	**$4,062**
Transferred to surplus	—	1,399	1,399
Net change in capital stock issued (28.0 million shares)	1,399	—	1,399
Balance at December 31, 2004 (68.6 million shares)	**$3,430**	**$3,430**	**$6,860**

The accompanying notes are an integral part of these financial statements.

FEDERAL RESERVE BANK OF NEW YORK
Notes to Financial Statements

1. STRUCTURE

The Federal Reserve Bank of New York ("Bank") is part of the Federal Reserve System ("System") created by Congress under the Federal Reserve Act of 1913 ("Federal Reserve Act"), which established the central bank of the United States. The System consists of the Board of Governors of the Federal Reserve System ("Board of Governors") and twelve Federal Reserve Banks ("Reserve Banks"). The Reserve Banks are chartered by the federal government and possess a unique set of governmental, corporate, and central bank characteristics. The Bank and its branch in Buffalo serve the Second Federal Reserve District, which includes the state of New York; the twelve northern counties of New Jersey; Fairfield County, Connecticut; the Commonwealth of Puerto Rico; and the U.S. Virgin Islands. Other major elements of the System are the Federal Open Market Committee ("FOMC") and the Federal Advisory Council. The FOMC is composed of members of the Board of Governors, this Bank's president, and, on a rotating basis, four other Reserve Bank presidents. Banks that are members of the System include all national banks and any state-chartered bank that applies and is approved for membership in the System.

Board of Directors

In accordance with the Federal Reserve Act, supervision and control of the Bank are exercised by a Board of Directors. The Federal Reserve Act specifies the composition of the Board of Directors for each of the Reserve Banks. Each board is composed of nine members serving three-year terms: three directors, including those designated as Chairman and Deputy Chairman, are appointed by the Board of Governors, and six directors are elected by member banks. Of the six elected by member banks, three represent the public and three represent member banks. Member banks are divided into three classes according to size. Member banks in each class elect one director representing member banks and one representing the public. In any election of directors, each member bank receives one vote, regardless of the number of shares of Reserve Bank stock it holds.

2. OPERATIONS AND SERVICES

The System performs a variety of services and operations. Functions include formulating and conducting monetary policy; participating actively in the payments mechanism, including large-dollar transfers of funds, automated clearinghouse ("ACH") operations, and check processing; distributing coin and currency; performing fiscal agency functions for the U.S. Treasury and certain federal agencies; serving as the federal government's bank; providing short-term loans to depository institutions; serving the consumer and the community by providing educational materials and information regarding consumer laws; supervising bank holding companies, state member banks, and U.S. offices of foreign banking organizations; and administering other regulations of the Board of Governors. The Board of Governors' operating costs are funded through assessments on the Reserve Banks.

In performing fiscal agency functions for the U.S. Treasury, the Bank provides savings bond processing services. In December 2003, the U.S. Treasury announced plans to consolidate the provision of these services at the Federal Reserve Banks of Cleveland and Minneapolis. An implementation plan was announced in March 2004, and the effect of this consolidation is reflected in note 10.

The FOMC establishes policy regarding open market operations, oversees these operations, and issues authorizations and directives to the Bank for its execution of transactions. Authorized transaction types include direct purchase and sale of securities, the purchase of securities under agreements to resell, the sale of securities under agreements to repurchase, and the lending of U.S. government securities. The Bank is also authorized by the FOMC to hold balances of, and to execute spot and forward foreign exchange ("FX") and securities contracts in, nine foreign currencies and to invest such foreign currency holdings, ensuring that adequate liquidity is maintained. In addition, the Bank is authorized to maintain reciprocal currency arrangements ("FX swaps") with various central banks and "warehouse" foreign currencies for the U.S. Treasury and Exchange Stabilization Fund ("ESF").

3. SIGNIFICANT ACCOUNTING POLICIES

Accounting principles for entities with the unique powers and responsibilities of the nation's central bank have not been formulated by the Financial Accounting Standards Board ("FASB"). The Board of Governors has developed specialized accounting principles and practices that it believes are appropriate for the significantly different nature and function of a central bank as compared with the private sector. These accounting principles and practices are documented in the Financial Accounting Manual for the Federal Reserve Banks ("Financial Accounting Manual"), which is issued by the Board of Governors. All Reserve Banks are required to adopt and apply accounting policies and practices that are consistent with the Financial Accounting Manual.

The financial statements have been prepared in accordance with the Financial Accounting Manual. Differences exist between the accounting principles and practices of the System and accounting principles generally accepted in the United States of America ("GAAP"). The primary difference is the presentation of all security holdings at amortized cost, rather than at the fair value presentation requirements of GAAP. In addition, the Bank has elected not to present a Statement of Cash Flows. The Statement of Cash Flows has not been included because the liquidity and cash position of the Bank are not of primary concern to the users of these financial statements. Other information regarding the Bank's activities is provided in, or may be derived from, the Statements of Condition, Income, and Changes in Capital. A Statement of Cash Flows, therefore, would not provide any additional useful information. There are no other significant differences between the policies outlined in the Financial Accounting Manual and GAAP.

Each Reserve Bank provides services on behalf of the System for which costs are not shared. Major services provided on behalf of the System by the Bank, for which the costs were not redistributed to other Reserve Banks, include the management of the System Open Market Account ("SOMA"), Wholesale Payments Product Office, application development work and centralized business administration functions for wholesale payments services, and two national information technology competency centers dealing with incident response and remote access.

The preparation of the financial statements in conformity with the Financial Accounting Manual requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates. Certain amounts relating to the prior year have been reclassified to conform to the current-year presentation. Unique accounts and significant accounting policies are explained below.

a. Gold Certificates

The Secretary of the Treasury is authorized to issue gold certificates to the Reserve Banks to monetize gold held by the U.S. Treasury. Payment for the gold certificates by the Reserve Banks is made by crediting equivalent amounts in dollars into the account established for the U.S. Treasury. These gold certificates held by the Reserve Banks are required to be backed by the gold of the U.S. Treasury. The U.S. Treasury may reacquire the gold certificates at any time and the Reserve Banks must deliver them to the U.S. Treasury. At such time, the U.S. Treasury's account is charged and the Reserve Banks' gold certificate accounts are lowered. The value of gold for purposes of backing the gold certificates is set by law at $42 2/9 per fine troy ounce. The Board of Governors allocates the gold certificates among Reserve Banks once a year based on average balance of Federal Reserve notes outstanding in each District.

b. Special Drawing Rights Certificates

Special drawing rights ("SDRs") are issued by the International Monetary Fund ("Fund") to its members in proportion to each member's quota in the Fund at the time of issuance. SDRs serve as a supplement to international monetary reserves and may be transferred from one national monetary authority to another. Under the law providing for U.S. participation in the SDR system, the Secretary of the U.S. Treasury is authorized to issue SDR certificates, somewhat like gold certificates, to the Reserve Banks. At such time, equivalent amounts in dollars are credited to the account established for the U.S. Treasury, and the Reserve Banks' SDR certificate accounts are increased. The Reserve Banks are required to purchase SDR certificates, at the direction of the U.S. Treasury, for the purpose of financing SDR acquisitions or for financing exchange stabilization operations. At the time SDR transactions occur, the Board of Governors allocates SDR certificate transactions among Reserve Banks based upon Federal Reserve notes outstanding in each District at the end of the preceding year. There were no SDR transactions in 2004 or 2003.

c. Loans to Depository Institutions

The Depository Institutions Deregulation and Monetary Control Act of 1980 provides that all depository institutions that maintain reservable transaction accounts or nonpersonal time deposits, as defined in Regulation D issued by the Board of Governors, have borrowing privileges at the discretion of the Reserve Bank. Borrowers execute certain lending agreements and deposit sufficient collateral before credit is extended. Loans are evaluated for collectibility; currently, all are considered collectible and fully collateralized. If loans were ever deemed to be uncollectible and inadequately collateralized, an appropriate reserve would be established. Interest is accrued using the applicable discount rate established at least every fourteen days by the Board of Directors of the Reserve Bank, subject to review by the Board of Governors.

d. U.S. Government and Federal Agency Securities and Investments Denominated in Foreign Currencies

The Bank has been designated by the FOMC to execute open market transactions on its behalf and to hold the resulting securities in the portfolio known as the System Open Market Account. In addition to authorizing and directing operations in the domestic securities market, the FOMC authorizes and directs the Bank to execute operations in foreign markets for major currencies in order to counter disorderly conditions in exchange markets or to meet other needs specified by the FOMC in carrying out the System's central bank responsibilities. Such authorizations are reviewed and approved annually by the FOMC.

The Bank may also engage in tri-party purchases of securities under agreements to resell ("tri-party agreements"). Tri-party agreements are conducted with two commercial custodial banks that manage the clearing and settlement of collateral. Acceptable collateral under tri-party agreements primarily includes U.S. government securities; pass-through mortgage securities of the Government National Mortgage Association, the Federal Home Loan Mortgage Corporation, and the Federal National Mortgage Association; STRIP securities of the U.S. government; and "stripped" securities of other government agencies. The tri-party agreements are accounted for as financing transactions, with the associated interest income accrued over the life of the agreement.

The Bank has sole authorization from the FOMC to lend U.S. government securities held in the SOMA to U.S. government securities dealers and to banks participating in U.S. government securities clearing arrangements on behalf of the System, in order to facilitate the effective functioning of the domestic securities market. These securities-lending transactions are fully collateralized by other U.S. government securities. FOMC policy requires the Bank to take possession of collateral in excess of the market values of the securities loaned. The market values of the collateral and the securities loaned are monitored by the Bank on a daily basis, with additional collateral obtained as necessary. The securities lent are accounted for in the SOMA.

FX contracts are contractual agreements between two parties to exchange specified currencies at a specified price on a specified date. Spot FX contracts normally settle two days after the trade date, whereas the settlement date on forward contracts is negotiated between the contracting parties, but will extend beyond two days from the trade date. The Bank generally enters into spot contracts, with any forward contracts generally limited to the second leg of a swap/warehousing transaction.

The Bank, on behalf of the Reserve Banks, maintains renewable, short-term FX swap arrangements with two authorized foreign central banks. The parties agree to exchange their currencies up to a pre-arranged maximum amount and for an agreed-upon period of time (up to twelve months), at an agreed-upon interest rate. These arrangements give the FOMC temporary access to foreign currencies it may need for intervention operations to support the dollar and give the partner foreign central bank temporary access to dollars it may need to support its own currency. Drawings under the FX swap arrangements can be initiated by either the Bank or the partner foreign central bank and must be agreed to by the drawee. The FX swaps are structured so that the party initiating the transaction (the drawer) bears the exchange rate risk upon maturity. The Bank will generally invest the foreign currency received under an FX swap in interest-bearing instruments.

Warehousing is an arrangement under which the FOMC agrees to exchange, at the request of the Treasury, U.S. dollars for foreign currencies held by the Treasury or ESF over a limited period of time. The purpose of the warehousing facility is to supplement the U.S. dollar resources of the Treasury and ESF for financing purchases of foreign currencies and related international operations.

In connection with its foreign currency activities, the Bank, on behalf of the Reserve Banks, may enter into contracts that contain varying degrees of off-balance-sheet market risk, because they represent contractual commitments involving future settlement, and counter-party credit risk. The Bank controls credit risk by obtaining credit approvals, establishing transaction limits, and performing daily monitoring procedures.

While the application of current market prices to the securities currently held in the SOMA portfolio and investments denominated in foreign currencies may result in values substantially above or below their carrying values, these unrealized changes in value would have no direct effect on the quantity of reserves available to the banking system or on the prospects for future Reserve Bank earnings or capital. Both the domestic and foreign components of the SOMA portfolio from time to time involve transactions that may result in gains or losses when holdings are sold prior to maturity. Decisions regarding the securities and foreign currency transactions, including their purchase and sale, are motivated by monetary policy objectives rather than profit. Accordingly, market values, earnings, and any gains or losses resulting from the sale of such currencies and securities are incidental to the open market operations and do not motivate its activities or policy decisions.

U.S. government securities and investments denominated in foreign currencies comprising the SOMA are recorded at cost, on a settlement-date basis, and adjusted for amortization of premiums or accretion of discounts on a straight-line basis. Securities sold under agreements to repurchase are treated as secured borrowing transactions with the associated interest expense recognized over the life of the transaction. Interest income is accrued on a straight-line basis. Income earned on securities-lending transactions is reported as a component of "Other income." Gains and losses resulting from sales of securities are determined by specific issues based on average cost. Foreign-currency-denominated assets are revalued daily at current market exchange rates in order to report these assets in U.S. dollars. Realized and unrealized gains and losses on investments denominated in foreign currencies are reported as "Foreign currency gains, net."

Activity related to U.S. government securities bought outright, securities sold under agreements to repurchase, securities loaned, investments denominated in foreign currency, excluding those held under an FX swap arrangement, and deposit accounts of foreign central banks and governments above core balances are allocated to each Reserve Bank. U.S. government securities purchased under agreements to resell and unrealized gains and losses on the revaluation of foreign currency holdings under FX swaps and warehousing arrangements are allocated to the Bank and not to other Reserve Banks.

In 2003, additional interest income of $61 million representing one day's interest on the SOMA portfolio was accrued to reflect a change in interest accrual methods, of which $26 million was allocated to the Bank. The effect of this change was not material; therefore, it was included in the 2003 interest income.

e. Bank Premises, Equipment, and Software

Bank premises and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over estimated useful lives of assets ranging from two to fifty years. Major alterations, renovations, and improvements are capitalized at cost as additions to the asset accounts and are amortized over the remaining useful life of the asset. Maintenance, repairs, and minor replacements are charged to operations in the year incurred. Costs incurred for software, either developed internally or acquired for internal use, during the application development stage are capitalized based on the cost of direct services and materials associated with designing, coding, installing, or testing software. Capitalized software costs are amortized on a straight-line basis over the estimated useful lives of the software applications, which range from two to five years.

f. Interdistrict Settlement Account

At the close of business each day, all Reserve Banks and branches assemble the payments due to or from other Reserve Banks and branches as a result of transactions involving accounts residing in other Districts that occurred during the day's operations. Such transactions may include funds settlement, check clearing and ACH operations, and allocations of shared expenses. The cumulative net amount due to or from other Reserve Banks is reported as the "Interdistrict settlement account."

g. Federal Reserve Notes

Federal Reserve notes are the circulating currency of the United States. These notes are issued through the various Federal Reserve agents (the Chairman of the Board of Directors of each Reserve Bank) to the Reserve Banks upon deposit with such agents of certain classes of collateral security, typically U.S. government securities. These notes are identified as issued to a specific Reserve Bank. The Federal Reserve Act provides that the collateral security tendered by the Reserve Bank to the Federal Reserve agent must be equal to the sum of the notes applied for by such Reserve Bank.

Assets eligible to be pledged as collateral security include all Federal Reserve Bank assets. The collateral value is equal to the book value of the collateral tendered, with the exception of securities, whose collateral value is equal to the par value of the securities tendered, and securities purchased under agreements to resell, which are valued at the contract amount. The par value of securities pledged for securities sold under agreements to repurchase is similarly deducted.

The Board of Governors may, at any time, call upon a Reserve Bank for additional security to adequately collateralize the Federal Reserve notes. To satisfy the obligation to provide sufficient collateral for outstanding Federal Reserve notes, the Reserve Banks have entered into an agreement that provides for certain assets of the Reserve Banks to be jointly pledged as collateral for the Federal Reserve notes of all Reserve Banks. In the event that this collateral is insufficient, the Federal Reserve Act provides that Federal Reserve notes become a first and paramount lien on all the assets of the Reserve Banks. Finally, as obligations of the United States, Federal Reserve notes are backed by the full faith and credit of the U.S. government.

The "Federal Reserve notes outstanding, net" account represents Federal Reserve notes, reduced by the Bank's currency holdings of $35,347 million and $23,793 million at December 31, 2004, and December 31, 2003, respectively.

h. Capital Paid-in

The Federal Reserve Act requires that each member bank subscribe to the capital stock of the Reserve Bank in an amount equal to 6 percent of the capital and surplus of the member bank. As a member bank's capital and surplus change, its holdings of the Reserve Bank's stock must be adjusted. Member banks are state-chartered banks that apply and are approved for membership in the System and all national banks. Currently, only one-half of the subscription is paid-in and the remainder is subject to call. These shares are nonvoting with a par value of $100. They may not be transferred or hypothecated. By law, each member bank is entitled to receive an annual dividend of 6 percent on the paid-in capital stock. This cumulative dividend is paid semiannually. A member bank is liable for Reserve Bank liabilities up to twice the par value of stock subscribed by it.

The FASB has deferred the implementation date for SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity," for the Bank. When applicable, the Bank will determine the impact and provide the appropriate disclosures.

i. Surplus

The Board of Governors requires Reserve Banks to maintain a surplus equal to the amount of capital paid-in as of December 31. This amount is intended to provide additional capital and reduce the possibility that the Reserve Banks would be required to call on member banks for additional capital.

Pursuant to Section 16 of the Federal Reserve Act, Reserve Banks are required by the Board of Governors to transfer to the U.S. Treasury as interest on Federal Reserve notes excess earnings, after providing for the costs of operations, payment of dividends, and reservation of an amount necessary to equate surplus with capital paid-in.

In the event of losses or an increase in capital paid-in, payments to the U.S. Treasury are suspended and earnings are retained until the surplus is equal to the capital paid-in. Weekly payments to the U.S. Treasury may vary significantly.

In the event of a decrease in capital paid-in, the excess surplus, after equating capital paid-in and surplus at December 31, is distributed to the U.S. Treasury in the following year. This amount is reported as a component of "Payments to U.S. Treasury as interest on Federal Reserve notes."

j. Income and Costs Related to Treasury Services

The Bank is required by the Federal Reserve Act to serve as fiscal agent and depository of the United States. By statute, the Department of the Treasury is permitted, but not required, to pay for these services.

k. Taxes

The Reserve Banks are exempt from federal, state, and local taxes, except for taxes on real property. The Bank's real property taxes were $7 million for each of the years ended December 31, 2004, and December 31, 2003, respectively, and are reported as a component of "Occupancy expense."

l. Restructuring Charges

In 2003, the System restructured several operations, primarily in the check and cash services. The restructuring included streamlining the management and support structures, reducing staff, decreasing the number of processing locations, and increasing processing capacity in the remaining locations. Additional restructuring activities were initiated in 2004.

Note 10 describes the restructuring and provides information about the Bank's costs and liabilities associated with employee separations and contract terminations. The costs associated with the write-down of certain Bank assets are discussed in note 6. Costs and liabilities associated with enhanced pension benefits for all Reserve Banks are recorded on the books of the Bank as described in note 8.

4. U.S. GOVERNMENT SECURITIES

Securities bought outright are held in the SOMA at the Bank. An undivided interest in SOMA activity and the related premiums, discounts, and income, with the exception of securities purchased under agreements to resell, is allocated to each Reserve Bank on a percentage basis derived from an annual settlement of interdistrict clearings that occurs in April of each year. The settlement equalizes Reserve Bank gold certificate holdings to Federal Reserve notes outstanding. The Bank's allocated share of SOMA balances was approximately 43.361 percent and 42.783 percent at December 31, 2004, and December 31, 2003, respectively.

The Bank's allocated share of securities held in the SOMA at December 31 that were bought outright was as follows:

	Amount (in Millions)	
	2004	2003
Par value:		
U.S. government:		
Bills	$114,027	$104,747
Notes	156,462	138,345
Bonds	40,767	42,129
Total par value	311,256	285,221
Unamortized premiums	4,078	4,192
Unaccreted discounts	(711)	(383)
Total allocated to Bank	**$314,623**	**$289,030**

The total of U.S. government securities, net, held in the SOMA was $725,584 million and $675,569 million at December 31, 2004, and December 31, 2003, respectively.

The maturity distribution of U.S. government securities bought outright, securities purchased under agreements to resell, and securities sold under agreements to repurchase that were allocated to the Bank at December 31, 2004, was as follows:

	Amount (in Millions)		
Maturities of Securities Held	U.S. Government Securities (Par Value)	Securities Purchased under Agreements to Resell (Contract Amount)	Securities Sold under Agreements to Repurchase (Contract Amount)
Within 15 days	$ 13,289	$33,000	$13,348
16 days to 90 days	77,337	—	—
91 days to 1 year	73,892	—	—
Over 1 year to 5 years	90,308	—	—
Over 5 years to 10 years	23,577	—	—
Over 10 years	32,853	—	—
Total	**$311,256**	**$33,000**	**$13,348**

At December 31, 2004, and December 31, 2003, U.S. government securities with par values of $6,609 million and $4,426 million, respectively, were loaned from the SOMA, of which $2,866 million and $1,894 million were allocated to the Bank.

At December 31, 2004, and December 31, 2003, securities sold under agreements to repurchase with contract amounts of $30,783 million and $25,652 million, respectively, and par values of $30,808 million and $25,658 million, respectively, were outstanding. The Bank's allocated share at December 31, 2004, and December 31, 2003, was $13,348 million and $10,975 million, respectively, of the contract amount and $13,359 million and $10,977 million, respectively, of the par value.

5. INVESTMENTS DENOMINATED IN FOREIGN CURRENCIES

The Bank, on behalf of the Reserve Banks, holds foreign currency deposits with foreign central banks and the Bank for International Settlements and invests in foreign government debt instruments. Foreign government debt instruments held include both securities bought outright and securities purchased under agreements to resell. These investments are guaranteed as to principal and interest by the foreign governments.

Each Reserve Bank is allocated a share of foreign-currency-denominated assets, the related interest income, and realized and unrealized foreign currency gains and losses, with the exception of unrealized gains and losses on FX swaps and warehousing transactions. This allocation is based on the ratio of each Reserve Bank's capital and surplus to aggregate capital and surplus at the preceding December 31. The Bank's allocated share of investments denominated in foreign currencies was approximately 22.952 percent and 21.586 percent at December 31, 2004, and December 31, 2003, respectively.

The Bank's allocated share of investments denominated in foreign currencies, valued at current foreign currency market exchange rates at December 31, was as follows:

	Amount (in Millions)	
	2004	2003
European Union euro:		
Foreign currency deposits	$1,393	$1,483
Securities purchased under agreements to resell	492	439
Government debt instruments	881	444
Japanese yen:		
Foreign currency deposits	353	318
Government debt instruments	1,758	1,585
Accrued interest	28	20
Total	**$4,905**	**$4,289**

Total System investments denominated in foreign currencies were $21,368 million and $19,868 million at December 31, 2004, and December 31, 2003, respectively.

The maturity distribution of investments denominated in foreign currencies allocated to the Bank at December 31, 2004, was as follows:

	Amount (in Millions)		
Maturities of Investments Denominated in Foreign Currencies	European Union Euro	Japanese Yen	Total
Within 1 year	$2,062	$2,111	$4,173
Over 1 year to 5 years	690	—	690
Over 5 years to 10 years	42	—	42
Over 10 years	—	—	—
Total	**$2,794**	**$2,111**	**$4,905**

At December 31, 2004, and December 31, 2003, there were no material open foreign exchange contracts.

At December 31, 2004, and December 31, 2003, the warehousing facility was $5,000 million, with no balance outstanding.

6. BANK PREMISES, EQUIPMENT, AND SOFTWARE

A summary of bank premises and equipment at December 31 is as follows:

	Maximum Useful Life (in Years)	Amount (in Millions) 2004	2003
Bank premises and equipment:			
Land	N/A	$ 21	$ 21
Buildings	50	208	193
Building machinery and equipment	20	64	64
Construction in progress	N/A	14	12
Furniture and equipment	10	156	191
Subtotal		463	481
Accumulated depreciation		(214)	(235)
Bank premises and equipment, net		$249	$246
Depreciation expense, for the years ended		**$ 24**	**$ 28**

In May 2004, the System entered into a contract to make upgrades and extend the maintenance agreement on currency processing equipment. As a result of the planned upgrades, which increase the expected salvage values, the depreciation expense on the Bank's equipment for 2004 was reduced by $1.1 million.

The Bank leases unused space to outside tenants. Those leases have terms ranging from eight to nineteen years. Rental income from such leases was $2 million for each of the years ended December 31, 2004, and December 31, 2003, respectively. Future minimum lease payments under noncancelable agreements in existence at December 31, 2004, were:

	Amount (in Millions) Rental Leases
2005	$ 2
2006	2
2007	2
2008	2
2009	2
Thereafter	10
	$20

The Bank has capitalized software assets, net of amortization, of $24 million and $18 million at December 31, 2004, and December 31, 2003, respectively. Amortization expense was $5 million and $4 million for the years ended December 31, 2004, and December 31, 2003, respectively.

Assets impaired as a result of the Bank's restructuring and streamlining plans, as discussed in note 10, include building and equipment. Asset impairment losses of $294 thousand and $1 million for the periods ending December 31, 2004, and December 31, 2003, respectively, were determined using fair values based on quoted market values or other valuation techniques and are reported as a component of "Other expenses."

Subsequent to December 31, 2004, the Bank has executed a contract to sell the Buffalo branch building. No material gain or loss will be recognized from the sale.

7. COMMITMENTS AND CONTINGENCIES

At December 31, 2004, the Bank was obligated under noncancelable leases for premises with terms ranging from eight to nineteen years. These leases provide for increased rental payments based upon increases in real estate taxes, operating costs, or selected price indices.

Rental expense under operating leases for certain operating facilities and data processing and office equipment (including taxes, insurance, and maintenance when included in rent), net of sublease rentals, was $16 million and $15 million for the years ended December 31, 2004, and December 31, 2003, respectively. Certain of the Bank's leases have options to renew.

Future minimum rental payments under noncancelable operating leases and net of sublease rentals with terms of one year or more, at December 31, 2004, were:

	Amount (in Millions)
	Operating Leases
2005	$ 5
2006	5
2007	5
2008	5
2009	6
Thereafter	112
	$138

At December 31, 2004, there were no other material commitments and long-term obligations in excess of one year.

Under the Insurance Agreement of the Federal Reserve Banks dated as of March 2, 1999, each of the Reserve Banks has agreed to bear, on a per-incident basis, a pro rata share of losses in excess of 1 percent of the capital paid-in of the claiming Reserve Bank, up to 50 percent of the total capital paid-in of all Reserve Banks. Losses are borne in the ratio that a Reserve Bank's capital paid-in bears to the total capital paid-in of all Reserve Banks at the beginning of the calendar year in which the loss is shared. No claims were outstanding under such agreement at December 31, 2004, or December 31, 2003.

The Bank is involved in certain legal actions and claims arising in the ordinary course of business. Although it is difficult to predict the ultimate outcome of these actions, in management's opinion, based on discussions with counsel, the aforementioned litigation and claims will be resolved without material adverse effect on the financial position or results of operations of the Bank.

8. RETIREMENT AND THRIFT PLANS

Retirement Plans

The Bank currently offers two defined benefit retirement plans to its employees, based on length of service and level of compensation. Substantially all of the employees of the Reserve Banks, the Board of Governors, and the Plan Administrative Office participate in the Retirement Plan for Employees of the Federal Reserve System ("System Plan") and the Benefit Equalization Retirement Plan ("BEP"). In addition, certain Bank officers participate in a Supplemental Employee Retirement Plan ("SERP").

The System Plan is a multi-employer plan with contributions fully funded by participating employers. Participating employers are the Federal Reserve Banks, the Board of Governors of the Federal Reserve System, and the Office of Employee Benefits of the Federal Reserve Employee Benefits System. Certain Board employees not covered by the Social Security Act also contribute to the Plan. No separate accounting is maintained of assets contributed by the participating employers. The Bank acts as the sponsor of this Plan for the System and costs associated with the Plan are not redistributed to other participating employers. The prepaid pension cost includes amounts related to the participating employees of all employers who participate in the Plan.

Following is a reconciliation of the beginning and ending balances of the System Plan benefit obligation:

	Amount (in Millions)	
	2004	2003
Estimated actuarial present value of projected benefit obligation at January 1	$3,930	$3,523
Service cost—benefits earned during the period	116	109
Interest cost on projected benefit obligation	245	232
Actuarial loss	457	192
Contributions by plan participants	3	4
Special termination benefits loss	20	67
Benefits paid	(247)	(197)
Estimated actuarial present value of projected benefit obligation at December 31	**$4,524**	**$3,930**

Following is a reconciliation showing the beginning and ending balances of the System Plan assets, the funded status, and the prepaid pension benefit costs:

	Amount (in Millions)	
	2004	2003
Estimated fair value of plan assets at January 1	$5,703	$4,997
Actual return on plan assets	428	899
Contributions by the employer	—	—
Contributions by plan participants	3	4
Benefits paid	(247)	(197)
Estimated fair value of plan assets at December 31	**$5,887**	**$5,703**
Funded status	1,362	1,774
Unrecognized prior service cost	173	197
Unrecognized net actuarial loss	1,182	710
Prepaid pension benefit costs	**$2,717**	**$2,681**

Note: Prepaid pension benefit costs are reported as "Federal Reserve System prepaid pension benefit costs."

The accumulated benefit obligation for the System Plan was $3,894 million and $3,456 million at December 31, 2004, and December 31, 2003, respectively.

The weighted-average assumptions used in developing the pension benefit obligation for the System Plan as of December 31 are as follows:

	2004	2003
Discount rate	5.75%	6.25%
Rate of compensation increase	4.25%	4.00%

The weighted-average assumptions used in developing net periodic benefit cost for the System Plan for the years ending December 31 are as follows:

	2004	2003
Discount rate	6.25%	6.75%
Expected asset return	8.25%	8.50%
Rate of compensation increase	4.00%	4.25%

The long-term rate of return on assets was based on a combination of methodologies including the System Plan's historical returns, surveys of what other plans' expected rates of return are, building a projected return for equities and fixed-income investments based on real interest rates, inflation expectations, and equity risk premiums, and finally, surveys of expected returns in equity and fixed-income markets.

The components of net periodic pension benefit (credit) cost for the System Plan as of December 31 are shown below:

	Amount (in Millions)	
	2004	2003
Service cost—benefits earned during the period	$116	$109
Interest cost on projected benefit obligation	245	232
Amortization of prior service cost	25	26
Recognized net loss	20	42
Expected return on plan assets	(462)	(418)
Net periodic pension benefit (credit)	(56)	(9)
Special termination benefits	20	67
Net periodic pension benefit (credit) cost	**$ (36)**	**$ 58**

The recognition of special termination losses is the result of enhanced retirement benefits provided to employees during the restructuring described in note 10.

	Amount (in Millions)
	Expected Benefit Payments
2005	$ 206
2006	219
2007	224
2008	228
2009	235
2010-14	1,406
Total	$2,518

The Federal Reserve System's pension plan weighted-average asset allocations at December 31, by asset category, are as follows:

	2004	2003
Equities	67.8%	61.9%
Fixed income	30.1%	34.8%
Cash	2.1%	3.3%
Total	**100.0%**	**100.0%**

The System's Committee on Investment Performance ("CIP") contracts with investment managers who are responsible for implementing the System Plan's investment policies. The manager's performance is measured against a trailing thirty-six-month benchmark of 60 percent of a market-value-weighted index of predominately large capitalization stocks trading on the New York Stock Exchange, the American Stock Exchange, and the National Association of Securities Dealers Automated Quotation National Market System and 40 percent of a broadly diversified investment-grade fixed-income index (rebalanced monthly). The managers invest Plan funds within CIP-established guidelines for investment in equities and fixed-income instruments. Equity investments can range between 40 percent and 80 percent of the portfolio. Investments, however, cannot be concentrated in particular industries, and equity security holdings of any one company are limited. Fixed-income securities must be investment grade and the effective duration of the fixed-income portfolio must remain within a range of 67 percent and 150 percent of a broadly diversified investment-grade fixed-income index. CIP guidelines prohibit margin, short sale, foreign exchange, and commodities trading as well as investment in bank, bank holding company, savings and loan, and government securities dealer stocks. In addition, investments in non-dollar-denominated securities are prohibited; however, a small portion of the portfolio can be invested in American Depositary Receipts/Shares and foreign-issued dollar-denominated fixed-income securities.

The Federal Reserve System does not expect to make a cash contribution to the System Plan during 2005.

The Bank's projected benefit obligation and net pension costs for the BEP and the SERP at December 31, 2004, and December 31, 2003, and for the years then ended, are not material.

Thrift Plan

Employees of the Reserve Banks may also participate in the defined contribution Thrift Plan for Employees of the Federal Reserve System ("Thrift Plan"). The Bank's Thrift Plan contributions totaled $13 million for the years ended December 31, 2004, and December 31, 2003, respectively, and are reported as a component of "Salaries and other benefits."

9. POSTRETIREMENT BENEFITS OTHER THAN PENSIONS AND POSTEMPLOYMENT BENEFITS

Postretirement Benefits Other Than Pensions

In addition to the Bank's retirement plans, employees who have met certain age and length-of-service requirements are eligible for both medical benefits and life insurance coverage during retirement.

The Bank funds benefits payable under the medical and life insurance plans as due and, accordingly, has no plan assets. Net postretirement benefit costs are actuarially determined using a January 1 measurement date.

Following is a reconciliation of the beginning and ending balances of the benefit obligation:

	Amount (in Millions)	
	2004	2003
Accumulated postretirement benefit obligation at January 1	$229.7	$187.2
Service cost—benefits earned during the period	3.8	4.0
Interest cost of accumulated benefit obligation	12.0	12.3
Actuarial (gain)/loss	(6.5)	34.5
Contributions by plan participants	0.8	0.6
Plan amendments (curtailments, special termination benefits)	(31.2)	—
Special termination loss	0.2	0.3
Benefits paid	(11.0)	(9.2)
Accumulated postretirement benefit obligation at December 31	**$197.8**	**$229.7**

At December 31, 2004, and December 31, 2003, the weighted-average discount rate assumptions used in developing the benefit obligation were 5.75 percent and 6.25 percent, respectively.

Following is a reconciliation of the beginning and ending balances of the plan assets, the unfunded postretirement benefit obligation, and the accrued postretirement benefit costs:

	Amount (in Millions)	
	2004	2003
Fair value of plan assets at January 1	$ —	$ —
Contributions by the employer	10.2	8.6
Contributions by plan participants	0.8	0.6
Benefits paid	(11.0)	(9.2)
Fair value of plan assets at December 31	$ —	$ —
Unfunded postretirement benefit obligation	$197.8	$229.7
Unrecognized prior service gain	30.6	10.4
Unrecognized net actuarial loss	(61.9)	(70.6)
Accrued postretirement benefit costs	**$166.5**	**$169.5**

Note: Accrued postretirement benefit costs are reported as a component of "Accrued benefit costs."

For measurement purposes, the assumed health care cost trend rates at December 31 are as follows:

	2004	2003
Health care cost trend rate assumed for next year	9.00%	10.00%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	4.75%	5.00%
Year that the rate reaches the ultimate trend rate	2011	2011

Assumed health care cost trend rates have a significant effect on the amounts reported for health care plans. A one-percentage-point change in assumed health care cost trend rates would have the following effects for the year ended December 31, 2004:

	Amount (in Millions)	
	One-Percentage-Point Increase	One-Percentage-Point Decrease
Effect on aggregate of service and interest cost components of net periodic postretirement benefit costs	$ 2.9	$ 3.0
Effect on accumulated postretirement benefit obligation	$25.9	$34.5

The following is a summary of the components of net periodic postretirement benefit costs for the year ended December 31:

	Amount (in Millions)	
	2004	2003
Service cost—benefits earned during the period	$ 3.8	$ 3.9
Interest cost of accumulated benefit obligation	12.0	12.3
Amortization of prior service cost	(2.2)	(1.1)
Recognized net actuarial loss	2.1	1.1
Total periodic expense	**$15.7**	**$16.2**
Curtailment gain	(8.8)	—
Special termination loss	0.2	0.3
Net periodic postretirement benefit costs	**$ 7.1**	**$16.5**

Note: Net periodic postretirement benefit costs are reported as a component of "Salaries and other benefits."

At December 31, 2004, and December 31, 2003, the weighted-average discount rate assumptions used to determine net periodic postretirement benefit costs were 6.25 percent and 6.75 percent, respectively.

A plan amendment that modified the credited service period eligibility requirements created curtailment gains. The recognition of special termination losses is primarily the result of enhanced retirement benefits provided to employees during the restructuring described in note 10.

The Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the "Act") was enacted in December 2003. The Act established a prescription drug benefit under Medicare ("Medicare Part D") and a federal subsidy to sponsors of retiree health care benefit plans that provide benefits that are at least actuarially equivalent to Medicare Part D. Following the guidance of the FASB, the Bank elected to defer recognition of the financial effects of the Act until further guidance was issued in May 2004.

Benefits provided to certain participants are at least actuarially equivalent to Medicare Part D. The estimated effects of the subsidy, retroactive to January 1, 2004, are reflected in the actuarial gain in the accumulated postretirement benefit obligation and net periodic postretirement benefit costs.

Following is a summary of the effects of the expected subsidy:

Amount (in Millions)	2004
Decrease in the accumulated postretirement benefit obligation	$24.4
Decrease in the net periodic postretirement benefit costs	$ 3.3

	Expected Benefit Payments	
	Without Subsidy	With Subsidy
2005	$10.8	$10.8
2006	11.4	10.5
2007	12.0	11.0
2008	12.4	11.3
2009	12.9	11.7
2010-14	69.3	62.8

Postemployment Benefits

The Bank offers benefits to former or inactive employees. Postemployment benefit costs are actuarially determined using a December 31, 2004, measurement date and include the cost of medical and dental insurance, survivor income, and disability benefits. For 2004, the Bank changed its practices for estimating postemployment costs and used a 5.25 percent discount rate and the same health care trend rates as were used for projecting postretirement costs. Costs for 2003, however, were estimated using the same discount rate and health care trend rates as were used for projecting postretirement costs. The accrued postemployment benefit costs recognized by the Bank at December 31, 2004, and December 31, 2003, were $28 million and $27 million, respectively. This cost is included as a component of "Accrued benefit costs." Net periodic postemployment benefit costs included in 2004 and 2003 operating expenses were $6 million and $5 million, respectively.

10. BUSINESS RESTRUCTURING CHARGES

In 2003, the Bank announced consolidation and restructuring plans to streamline operations and reduce costs, including consolidation of operations and staff reductions in various functions of the Bank. In 2004, additional consolidation and restructuring initiatives were announced primarily in the Financial Services Group. The total cost of these announced restructuring plans is $8 million. The Bank recognized $4 million in expense during the years ended December 31, 2003, and December 31, 2004, respectively. These expenses included an accrual of $1 million at year-end 2003 and $3 million at year-end 2004.

Employee separation costs are primarily severance costs related to identified staff reductions of approximately 298, including 120 staff reductions related to restructuring announced in 2003. These costs are reported as a component of "Salaries and other benefits." Contract termination costs include the charges resulting from terminating existing lease and other contracts and are shown as a component of "Other expenses."

Restructuring costs associated with the write-downs of certain Bank assets, including buildings and equipment, are discussed in note 6. Costs associated with enhanced pension benefits for all Reserve Banks are recorded on the books of the Bank as discussed in note 8. Costs associated with enhanced postretirement benefits are disclosed in note 9.

Future costs associated with the anticipated restructuring plans are estimated at $259 thousand and will be incurred in 2005.

Directors of the Federal Reserve Bank of New York

CHANGES IN DIRECTORS
2005

Member banks in this District reelected JILL M. CONSIDINE a class A director of this Bank for a three-year term beginning January 2005. Ms. Considine, who is Chairman and Chief Executive Officer of The Depository Trust Company, New York, N.Y., has been serving as a class A director since January 2002.

Member banks in this District also elected RICHARD S. FULD, JR. a class B director of this Bank for a three-year term ending December 2007. Mr. Fuld, Chairman and Chief Executive Officer, Lehman Brothers Holdings Inc., New York, N.Y., succeeds Ronay Menschel, Chairman, Phipps Houses, New York, N.Y., who served as a class B director from March 1998 through December 2004.

The Board of Governors of the Federal Reserve System has reappointed JOHN E. SEXTON as a class C director of this Bank for a three-year term beginning January 2005 and has redesignated him Chairman of the Board and Federal Reserve Agent of this Bank for the year 2005. Dr. Sexton, who is President of New York University, New York, N.Y., has been serving as a class C director since January 2003 and as Chairman since 2004. He served as Deputy Chairman for the year 2003.

The Board of Governors has also redesignated JERRY I. SPEYER Deputy Chairman for the year 2005. Mr. Speyer, who is President and Chief Executive Officer of Tishman Speyer Properties, New York, N.Y., has been serving as a class C director and Deputy Chairman since January 2004. Prior to that, Mr. Speyer served as a class B director from 2001 through 2003.

BUFFALO BRANCH

The Board of Governors has also reappointed MARGUERITE D. HAMBLETON a director of the Buffalo Branch for a three-year term beginning January 2005. Ms. Hambleton, President and Chief Executive Officer of AAA Western and Central New York, Buffalo, N.Y., has been serving as a Branch director since January 2002.

The Board of Directors of this Bank has redesignated Ms. Hambleton Chairman of the Board of the Buffalo Branch for the year 2005. She has been serving as Chairman of the Branch Board since September 2004. In addition, she served as Chairman of the Board for the year 2003.

The Board of Directors of this Bank has reappointed EMERSON L. BRUMBACK a director of the Buffalo Branch for a three-year term beginning January 2005. Mr. Brumback, President and Chief Operating Officer of Manufacturers and Traders Trust Company, Buffalo, N.Y., has been serving as a Branch director since January 2002.

DIRECTORS OF THE FEDERAL RESERVE BANK OF NEW YORK

DIRECTORS	TERM EXPIRES DEC. 31	CLASS
JILL M. CONSIDINE *Chairman and Chief Executive Officer* The Depository Trust Company, New York, N.Y.	2004	A
CHARLES V. WAIT *President, Chief Executive Officer, and Chairman* The Adirondack Trust Company, Saratoga Springs, N.Y.	2005	A
SANFORD I. WEILL *Chairman* Citigroup Inc., New York, N.Y.	2006	A
RONAY MENSCHEL *Chairman* Phipps Houses, New York, N.Y.	2004	B
MARTA TIENDA *Maurice P. During '22 Professor in Demographic Studies, Professor of Sociology and Public Affairs* Princeton University, Princeton, N.J.	2005	B
DENIS M. HUGHES *President* New York State AFL-CIO, New York, N.Y.	2006	B
JOHN E. SEXTON, Chairman and Federal Reserve Agent *President* New York University, New York, N.Y.	2004	C
LORETTA E. LYNCH *Partner* Hogan & Hartson L.L.P., New York, N.Y.	2005	C
JERRY I. SPEYER, Deputy Chairman *President and Chief Executive Officer* Tishman Speyer Properties, New York, N.Y.	2006	C

DIRECTORS	TERM EXPIRES DEC. 31
Buffalo Branch	
EMERSON L. BRUMBACK *President and Chief Operating Officer* Manufacturers and Traders Trust Company, Buffalo, N.Y.	2004
MARGUERITE D. HAMBLETON, Chairman *President and Chief Executive Officer* AAA Western and Central New York, Buffalo, N.Y.	2004
BRIAN J. LIPKE *Chairman and Chief Executive Officer* Gibraltar Industries, Inc., Buffalo, N.Y.	2005
GERALDINE C. OCHOCINSKA *Regional Director, Region 9* United Auto Workers, Amherst, N.Y.	2005
PETER G. HUMPHREY *Chairman, President, and Chief Executive Officer* Financial Institutions, Inc., Warsaw, N.Y.	2006
ALPHONSO O'NEIL-WHITE *President and Chief Executive Officer* HealthNow New York Inc., Buffalo, N.Y.	2006
MAUREEN TORREY MARSHALL *Vice President* Torrey Farms, Elba, N.Y.	2006

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Randy Hangers, L.L.C.
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MARCY SYMS
Chief Executive Officer
Syms Corporation
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Lake Success, N.Y.

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New York Community Bank
Westbury, N.Y.

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Union Savings Bank
Danbury, Conn.

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Empire Corporate Federal Credit Union
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Jersey City, N.J.

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(As of December 31, 2004)

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Assistant Vice President

† On leave of absence.

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TIMOTHY P. CLARK
Bank Supervision Officer

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STEFAN WALTER
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LANCE W. AUER
Assistant Vice President

CHRISTOPHER F. CALABIA†
Bank Supervision Officer

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JEFFRY O'CONNOR
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JOHN HEINZE
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ROBERT A. OTERO
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Vice President

ALEJANDRO A. LATORRE
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ZAHRA EL-MEKKAWY
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Accounting

NIRMAL V. MANERIKAR
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LINDA RICCI
Assistant Vice President

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Assistant Vice President

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GARY M. BERTONE
Vice President

ELIZABETH IRWIN-McCAUGHEY
Vice President

ANTHONY G. FRESSOLA
Wholesale Product Officer

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Counsel

DIANE VIRZERA
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Counsel

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YOONHI GREENE
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MICHELE R. WALSH
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JOHN C. PARTLAN
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Map of the Second Federal Reserve District

THE SECOND FEDERAL RESERVE DISTRICT